

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF NORTH CAROLINA

Case number (if known)

Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name BK Racing, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 45-4110166

4. Debtor's address Principal place of business

6780 Hudspeth Road
Harrisburg, NC 28075

Number, Street, City, State & ZIP Code

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Cabarrus
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) <http://www.bkracingteam.com/>

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

Debtor

BK Racing, LLC

Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.7112

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to *Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

 Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

 No. Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____

District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

 No Yes.

List all cases. If more than 1, attach a separate list

Debtor _____ Relationship _____

District _____ When _____ Case number, if known _____

Debtor

BK Racing, LLC

Name

Case number (if known)

11. Why is the case filed in this district? Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? No Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- It needs to be physically secured or protected from the weather.

- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

 Other _____**Where is the property?**

Number, Street, City, State & ZIP Code

Is the property insured? No Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

 Funds will be available for distribution to unsecured creditors. After any administrative expenses are paid, no funds will be available to unsecured creditors.**14. Estimated number of creditors** 1-49 1,000-5,000 25,001-50,000 50-99 5001-10,000 50,001-100,000 100-199 10,001-25,000 More than 100,000 200-999**15. Estimated Assets** \$0 - \$50,000 \$1,000,001 - \$10 million \$500,000,001 - \$1 billion \$50,001 - \$100,000 \$10,000,001 - \$50 million \$1,000,000,001 - \$10 billion \$100,001 - \$500,000 \$50,000,001 - \$100 million \$10,000,000,001 - \$50 billion \$500,001 - \$1 million \$100,000,001 - \$500 million More than \$50 billion**16. Estimated liabilities** \$0 - \$50,000 \$1,000,001 - \$10 million \$500,000,001 - \$1 billion \$50,001 - \$100,000 \$10,000,001 - \$50 million \$1,000,000,001 - \$10 billion \$100,001 - \$500,000 \$50,000,001 - \$100 million \$10,000,000,001 - \$50 billion \$500,001 - \$1 million \$100,000,001 - \$500 million More than \$50 billion

Debtor

BK Racing, LLC

Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 15, 2018

MM / DD / YYYY

X /s/ Kathy Burch

Signature of authorized representative of debtor

Kathy Burch

Printed name

Title Power of Attorney for Brenda Devine,
Managing Member

18. Signature of attorney

X /s/ James H. Henderson

Signature of attorney for debtor

Date February 15, 2018

MM / DD / YYYY

James H. Henderson 13536

Printed name

The Henderson Law Firm

Firm name

1201 Harding Place

Charlotte, NC 28204

Number, Street, City, State & ZIP Code

Contact phone 704.333.3444

Email address henderson@title11.com

13536 NC

Bar number and State

Fill in this information to identify the case:

Debtor name	BK Racing, LLC
United States Bankruptcy Court for the:	WESTERN DISTRICT OF NORTH CAROLINA
Case number (if known):	_____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Race Engines Plus LLC 7100 Weddington Road Concord, NC 28027		trade debt				\$569,539.95
Champion Tire & Wheel 11106 Treynorth Drive Cornelius, NC 28031		trade debt				\$94,999.00
Moroso Performance 80 Carter Drive Guilford, CT 06438		trade debt				\$72,507.22
Champion Air LLC c/o Dale Earnhardt Inc 1675 Dale Earnhardt Blvd Highway 3 Mooresville, NC 28115		trade debt				\$70,550.00
Enterprise Holdings Inc PO Box 840173 Kansas City, MO 64184-0173		trade debt				\$62,303.63
Panki Racing Systems UK Ltd Industriestra Be West 4 Kapfenberg A-8605		trade debt				\$57,785.53

Debtor Name	BK Racing, LLC	Case number (if known)				
Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Simpson Performance Products 328 FM306 New Braunfels, TX 78130		trade debt				\$49,367.17
Precision Products PO Box 1229 Arden, NC 28704		trade debt				\$41,814.80
Harraka Racing Equipment 143 Village View Drive Ste 312 Mooresville, NC 28117		trade debt				\$35,072.46
Nelson Mullins PO Box 11070 Columbia, SC 29211		legal services				\$32,759.50
Winberg Crankshafts 333 W 48th Avenue Denver, CO 80216		trade debt				\$31,800.00
ConSeaAir LLC 3157 Heirloom Rose Place Oviedo, FL 32766		trade debt				\$30,000.00
Components USA PO Box 13254 Newark, NJ 07101-3254		trade debt				\$23,678.00
Yeley Racing Corp 8124 Parkton Gate Drive Huntersville, NC 28078		trade debt				\$22,000.00
Cometic Gasket 8090 Auburn Road Concord, OH 44077		trade debt				\$8,604.42
Watson Electric Co Inc PO Box 467 Huntersville, NC 28070		trade debt				\$7,755.56
Bob Jeffrey Jeff Co 6411 Bay Harbor Lane Indianapolis, IN 46254		trade debt				\$7,750.00

Debtor Name	BK Racing, LLC		Case number (if known)			
Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Bordeaux Dyno Cams 22247 Andrew Jackson Hwy Delco, NC 28436		trade debt				\$7,250.00
Airtight Facilitech 1338 Hundred Oaks Drive Ste C Charlotte, NC 28217		trade debt				\$5,456.03
Duke Energy PO Box 470515 Charlotte, NC 28272-0505		utility				\$4,500.00

**United States Bankruptcy Court
Western District of North Carolina**

In re **BK Racing, LLC**

Debtor(s)

Case No.

Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the Power of Attorney for Brenda Devine, Managing Member of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **February 15, 2018**

/s/ Kathy Burch

Kathy Burch/Power of Attorney for Brenda Devine, Managing Member
Signer/Title

Date: **February 15, 2018**

/s/ James H. Henderson

Signature of Attorney
James H. Henderson 13536
The Henderson Law Firm
1201 Harding Place
Charlotte, NC 28204
704.333.3444 Fax: 704.333.5003

Airtight Facilitech
1338 Hundred Oaks Drive Ste C
Charlotte, NC 28217

Amanda R. Pickens
Robinson Bradshaw & Hinson PA
101 N Tryon Street Ste 1900
Charlotte, NC 28246

Annemarie DiNardo Cleary
Eckert Seamans Cherin & Mellott LLC
919 East Main Street Ste 1300
Richmond, VA 23219

Bluewater Partners LLC
c/o David P Parker PLLC
242 East Broad Street
Statesville, NC 28677

Bluewater Partners LLC
150 Kevin Drive
Troutman, NC 28166

Bob Jeffrey
Jeff Co
6411 Bay Harbor Lane
Indianapolis, IN 46254

Bordeaux Dyno Cams
22247 Andrew Jackson Hwy
Delco, NC 28436

Cabarrus County Tax Collector
Courthouse Box 707
Concord, NC 28025

Champion Air LLC
c/o Dale Earnhardt Inc
1675 Dale Earnhardt Blvd
Highway 3
Mooresville, NC 28115

Champion Tire & Wheel
11106 Treynorth Drive
Cornelius, NC 28031

City of Charlotte
PO Box 1316
Charlotte, NC 28201-1316

Cometic Gasket
8090 Auburn Road
Concord, OH 44077

Components USA
PO Box 13254
Newark, NJ 07101-3254

ConSeaAir LLC
3157 Heirloom Rose Place
Oviedo, FL 32766

Douglas S Fritz
9610 Rayneridge Drive
Huntersville, NC 28078

Duke Energy
PO Box 470515
Charlotte, NC 28272-0505

Employment Security Commission of NC
PO Box 26504
Raleigh, NC 27611

Enterprise Holdings Inc
PO Box 840173
Kansas City, MO 64184-0173

Enviro-Master
PO Box 12350
Charlotte, NC 28220

Foxboro Financial Services LLC
c/o Michael C Diseveria
16200 Bellingham Drive
Germantown, MD 20874-3240

Front Row Motorsports
2670 Peachtree Rd
Statesville, NC 28625

Gray Gaulding
154 Heathrow Lane
Statesville, NC 28677

Gray Gaulding Racing Inc
154 Heathrow Lance
Statesville, NC 28677

Harraka Racing Equipment
143 Village View Drive Ste 312
Mooresville, NC 28117

Internal Revenue Service
Centralized Insolvency Operations
PO Box 7346
Philadelphia, PA 19101-7346

Internal Revenue Service
8405 Greensboro Dr Ste 700
Mc Lean, VA 22102

Internal Revenue Service
Cincinnati, OH 45999-0039

Iowa City Capital Partners LC
2310 Lake Ridge Place NE
North Liberty, IA 52317

James McElroy & Diehl P A
c/o Adam L Ross
525 N Tryon Street Ste 700
Charlotte, NC 28202

L A M Z Enterprises LLC
c/o Wayne M D Press
8665 Bay Colony Drive #703
Naples, FL 34108

MCI Racing LC
c/o Anthony Marlow
2937 Sierra Ct SW
Iowa City, IA 52240

MCI Racing LP
c/o Anthony Marlow
7780 Office Plaza Drive S #100
West Des Moines, IA 50266

Mike Wheeler
40231 Browns Creek Place
Leesburg, VA 20175

Moroso Performance
80 Carter Drive
Guilford, CT 06438

NASCAR Broadcasting LLC
Attn: General Counsel
One Daytona Boulevard
Daytona Beach, FL 32114

NASCAR Digital Media LLC
Attn: General Counsel
One Daytona Boulevard
Daytona Beach, FL 32114

NASCAR Event Management Inc
Attn: General Counsel
One Daytona Boulevard
Daytona Beach, FL 32114

NASCAR Media Group LLC
Attn: General Counsel
One Daytona Boulevard
Daytona Beach, FL 32114

NASCAR Media Ventures LLC
Attn: General Counsel
One Daytona Boulevard
Daytona Beach, FL 32114

NASCAR Productions LLC
Attn: General Counsel
One Daytona Boulevard
Daytona Beach, FL 32114

NC Department of Revenue
Bankruptcy Unit
PO Box 1168
Raleigh, NC 27602

NC Department of Revenue
PO Box 25000
Raleigh, NC 27640-0002

Nelson Mullins
PO Box 11070
Columbia, SC 29211

Panki Racing Systems UK Ltd
Industriestra Be West 4
Kapfenberg
A-8605

Precision Products
PO Box 1229
Arden, NC 28704

Race Engines Plus LLC
7100 Weddington Road
Concord, NC 28027

RJ Waste & Recovery Inc
9925 Metromont Ind. Blvd
Charlotte, NC 28269

Robert A Muckenfuss
McGuireWoods
201 N Tryon Street Ste 3000
Charlotte, NC 28202

Ron Devine
6320 Augusta Drive Ste 1400
Raleigh, NC 27615

Ron Ingalls
Ingalls Refinery LLC
210 Senior Circle
Lompoc, CA 93446

Signals Seals & Fasteners
PO Box 1135
Mooresville, NC 28115

Simpson Performance Products
328 FM306
New Braunfels, TX 78130

Sport Venture Group LLC
PO Box 2330
Mount Pleasant, SC 29465

Sterling Foundation Management LLC
12030 Sunrise Valley Drive Ste 450
Reston, VA 20191

The Lynch Racing Co
Division of Sport Venture Group LLC
PO Box 2330
Mount Pleasant, SC 29465

Triad Racing Technologies
235 Raceway Drive
Mooresville, NC 28117

TriStar Motorsports
330 Aviation Drive
Statesville, NC 28677

Troy J Stafford
DeVore Acton & Stafford
438 Queens Road
Charlotte, NC 28207

Union Bank & Trust
c/o David M. Schilli
Robinson Bradshaw & Hinson P A
101 N Tryon Street Ste 1900
Charlotte, NC 28246

United States Attorney
227 West Trade Street Suite 1700
Charlotte, NC 28202

Virginia Racers Group LLC
c/o Brenda S Devine
6320 Augusta Road Flr 15
Springfield, VA 22150

Watson Electric Co Inc
PO Box 467
Huntersville, NC 28070

Winberg Crankshafts
333 W 48th Avenue
Denver, CO 80216

Winberg Precision
2190 S Jason Street
Denver, CO 80223

Windstream
PO Box 9001908
Louisville, KY 40290-1908

Windstream
PO Box 9001950
Louisville, KY 40290-1950

Yeley Racing Corp
8124 Parkton Gate Drive
Huntersville, NC 28078

**United States Bankruptcy Court
Western District of North Carolina**

In re BK Racing, LLC

Debtor(s)

Case No.
Chapter

11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Kathy Burch**, declare under penalty of perjury that I am the **Power of Attorney for Brenda Devine, Managing Member** of **BK Racing, LLC**, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 14th day of February, 2018.

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Kathy Burch, Power of Attorney for Brenda Devine, Managing Member** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Kathy Burch, Power of Attorney for Brenda Devine, Managing Member** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Kathy Burch, Power of Attorney for Brenda Devine, Managing Member** of this Corporation is authorized and directed to employ **James H. Henderson 13536**, attorney and the law firm of **The Henderson Law Firm** to represent the corporation in such bankruptcy case."

Date 2/15/2018

Signed

Kathy Burch

Resolution of Board of Directors
of
BK Racing, LLC

Whereas, it is in the best interest of this corporation to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter **11** of Title 11 of the United States Code;

Be It Therefore Resolved, that **Kathy Burch, Power of Attorney for Brenda Devine, Managing Member** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter **11** voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Kathy Burch, Power of Attorney for Brenda Devine, Managing Member** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Kathy Burch, Power of Attorney for Brenda Devine, Managing Member** of this Corporation is authorized and directed to employ **James H. Henderson 13536**, attorney and the law firm of **The Henderson Law Firm** to represent the corporation in such bankruptcy case.

Date _____

Signed _____

Date _____

Signed _____

STATE OF VIRGINIA

COUNTY OF FAIRFAX

**POWER OF ATTORNEY AUTHORIZING EXECUTION OF DOCUMENTS
RELATING TO CHAPTER 11 FILING OF BK RACING, LLC**

I, BRENDA DEVINE, of Fairfax County, Virginia, as Managing Member of Virginia Racers Group, LLC ("VRG"), the Managing Member of BK Racing, LLC ("BKR"), do make, constitute, and appoint KATHY BURCH ("Burch") my true and lawful attorney-in-fact, with full power of substitution, for me in my name, place, and stead for the purposes of executing all necessary documents for the filing of a Chapter 11 bankruptcy petition by BKR.

Any person or business entity dealing with my attorney-in-fact shall be fully absolved from any duty to investigate further the authority of my attorney-in-fact once my attorney-in-fact has shown such person or representative of such business entity appropriate documentation of his or her appointment.

This Power of Attorney authorizes Burch to execute, endorse, acknowledge, sign, and deliver for me and in my name any and all documents of any nature or kind whatsoever in connection with any Chapter 11 bankruptcy filing by BKR.

REMOVAL OF ATTORNEY-IN-FACT. I shall have the right to remove my attorney-in-fact at any time in a writing signed by me and acknowledged before a notary public and delivered to my attorney-in-fact. Such writing shall be registered in an office of the register of deeds to the extent required by the provisions of the Virginia Statutes.

COMPENSATION. Burch shall not be entitled to receive compensation for her services, but shall be entitled to be reimbursed or to have paid all costs and expenses incurred in performing duties hereunder.

PARTIAL INVALIDITY. If any part of this Power of Attorney is declared invalid or unenforceable under applicable law, such decision shall not effect the validity of the remaining parts.

VALIDITY OF POWER. I understand that Courts have authorized a power of attorney to file a bankruptcy petition on a debtor's behalf. *In re Curtis*, 262 B.R. 619 (Bankr. D. Vt. 2001) (agent under power-of-attorney may file bankruptcy petition for a debtor when filing for bankruptcy is specifically provided in the power of attorney); *U.S. v. Spurlin*, 664 F.3d 954 (5th Cir. 2011) (general power of attorney is sufficient to convey power to file bankruptcy petition), *cert. denied*, *Spurlin v. U.S.*, 133 S.Ct. 104, 184 L. Ed. 2d 48 (2012). Burch will indicate on any documents signed related to BKR's bankruptcy filing will indicate agent's authority to sign BKR's bankruptcy petition under this power of attorney. Burch and Devine will attend the Section 341 meeting to verify her actions and certify why such representative execution was necessary). Burch agrees to ratify and confirm all things heretofore done for me or in my name by my attorney-in-fact, with the appropriate filings with the Bankruptcy Court.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 14th day of February, 2018.

PRINCIPAL'S SIGNATURE - I, Brenda Devine, the Principal, sign my name to this power of attorney this 14th day of February, 2018 and, being first duly sworn, do declare to the undersigned authority that I sign and execute this instrument as my power of attorney and that I sign it willingly, or willingly direct another to sign for me, that I execute it as my free and voluntary act for the purposes expressed in the power of attorney and that I am eighteen years of age or older, of sound mind and under no constraint or undue influence.

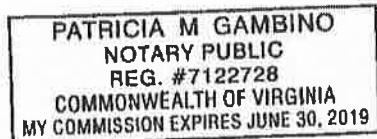


Brenda Devine

STATE OF VIRGINIA

COUNTY OF FAIRFAX

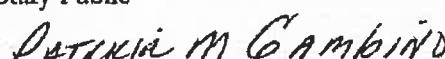
On this 14th of February, 2018, personally appeared before me, the said named **BRENDA DEVINE** to me known and known to me to be the person described in and who executed the foregoing instrument, and she acknowledged that she executed the same and being duly sworn by me, made oath that the statements in the foregoing instrument are true.



My Commission Expires: 6/30/2019
(SEAL)



Notary Public



Printed Signature

ATTORNEY-IN-FACT'S SIGNATURE

I, KATHY BURCH, Attorney-in-Fact have read the attached power of attorney and am the person identified as the attorney-in-fact for BRENDA DEVINE. I hereby acknowledge and accept my appointment as Attorney-in-Fact and that when I act as agent I shall exercise the powers for the benefit of the principal; I shall exercise reasonable caution and prudence; and I shall keep a full and accurate record of all actions, receipts and disbursements on behalf of the principal.

Kathy Burch
Kathy Burch

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

On this 15TH of February, 2018, personally appeared before me, the said named KATHY BURCH to me known and known to me to be the person described in and who executed the foregoing instrument, and she acknowledged that she executed the same and being duly sworn by me, made oath that the statements in the foregoing instrument are true.

Virginia T Harlan
Notary Public
Virginia T. Harlan
Printed Signature

My Commission Expires: 2-14-2022

(SEAL)

